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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Phoenix Healthcare Group Co. Ltd you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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PHOENIX
HEALTHCARE
GROUP
凤凰医疗集团

Phoenix Healthcare Group Co. Ltd

鳳凰醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1515)

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Phoenix Healthcare Group Co. Ltd to be held at Baoyuan Room, 5th Floor, New Century Grand Hotel Beijing, Building No. 2, 1st Yard, Caishikou Street, Xicheng District, Beijing on Thursday, June 5, 2014 at 2:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.phg.com.cn).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

April 29, 2014

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Baoyuan Room, 5th Floor, New Century Grand Hotel Beijing, Building No. 2, 1st Yard, Caishikou Street, Xicheng District, Beijing on Thursday, June 5, 2014 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of annual general meeting which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board” or “Board of Directors”	the board of Directors
“China” or “PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Phoenix Healthcare Group Co. Ltd, a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuing Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the Annual General Meeting
“Latest Practicable Date”	April 22, 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	November 29, 2013, being the date on which the Shares first commenced dealing on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)

DEFINITIONS

“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares as set out in the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) of HK\$0.00025 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent



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Phoenix Healthcare Group Co. Ltd

鳳凰醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1515)

Executive Directors:

Mr. Liang Hongze
(Chairman and Chief Executive Officer)
Ms. Xu Jie
Mr. Zhang Liang
(Vice Chairman and General Manager)
Mr. Xu Zechang
(Vice General Manager)
Mr. Jiang Tianfan *(Chief Financial Officer
and Secretary of the Board)*

Non-executive Directors:

Mr. Yang Huisheng
Mr. Zhu Zhongyuan

Independent Non-executive Directors:

Mr. Kwong Kwok Kong
Ms. Cheng Hong
Mr. Wang Bing
Mr. Sun Jianhua

Registered Office:

Harneys Services (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman, KY1-1002
Cayman Islands

*Headquarters and principal place
of business in the PRC:*

E-825, No. 6 Taiping Street
Xicheng District
Beijing 100050
China

*Principal place of business
in Hong Kong:*

Suites 1214–1215
Two Pacific Place
88 Queensway
Hong Kong

April 29, 2014

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed, and if thought fit, to be approved at the Annual General Meeting in

LETTER FROM THE BOARD

respect of (i) the granting to the Directors of the Repurchase Mandate and the Issuing Mandate to repurchase Shares and to issue new Shares respectively; and (ii) the re-election of the retiring Directors and approving the relevant ordinary resolutions relating to these matters at the Annual General Meeting.

2. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

Pursuant to the written resolutions passed by our Shareholders on September 30, 2013, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular (i.e. an aggregate nominal amount of Shares up to approximately HK\$21,000 (equivalent to 83,376,300 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuing Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 10 of the notice of the Annual General Meeting as set out on pages 14 to 18 of this circular (i.e. an aggregate nominal amount of Shares up to approximately HK\$42,000 (equivalent to 166,752,600 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuing Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the Board is considering applying the Repurchase Mandate to facilitate a share incentive scheme which the Board may adopt and approve in the coming months. However, as the terms and details of such scheme have not yet been finalized by the Board, it is possible that the proposed share incentive scheme will not proceed and the Board will not exercise the Repurchase Mandate. In the event that the proposed share incentive scheme materializes, the Board will then consider whether to apply the Repurchase Mandate to facilitate the share incentive scheme and comply with the relevant reporting, announcement and independent shareholders' approval requirements under the applicable listing rules.

With reference to the Issuing Mandate, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant thereto.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eleven Directors, five executive Directors, viz, Mr. Liang Hongze, Ms. Xu Jie, Mr. Zhang Liang, Mr. Xu Zechang and Mr. Jiang Tianfan; two non-executive Directors, viz, Mr. Yang Huisheng and Mr. Zhu Zhongyuan; and four independent non-executive Directors, viz, Mr. Kwong Kwok Kong, Ms. Cheng Hong, Mr. Wang Bing and Mr. Sun Jianhua.

Pursuant to Articles 87(1) and 87(2) of the Articles of Association, Mr. Liang Hongze, Ms. Xu Jie, Mr. Zhang Liang, Mr. Xu Zechang shall retire from office at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.phg.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

6. RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and Issuing Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Phoenix Healthcare Group Co. Ltd
Liang Hongze
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 833,763,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 833,763,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of an aggregate amount of Shares up to approximately HK\$21,000 (equivalent to 83,376,300 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2013) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

4. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each month since the Listing Date up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
November 2013	10.20	8.56
December 2013	12.82	9.85
January 2014	13.82	11.48
February 2014	14.48	12.10
March 2014	14.10	11.12
April 2014 (up to the Latest Practicable Date)	12.60	11.20

5. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

6. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Ms. Xu Jie, Ms. Xu Xiaojie and Speed Key Limited are the controlling shareholders of the Company (as defined in the Listing Rules), which are interested in 277,360,000 Shares representing approximately 33.27% of the total issued share capital of the Company. In the event that the Directors exercise the proposed

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Repurchase Mandate in full, the aggregate shareholding of Ms. Xu Jie, Ms. Xu Xiaojie and Speed Key Limited would be increased to approximately 36.97% of the issued share capital of the Company.

Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

7. REPURCHASE OF SHARES MADE BY THE COMPANY

During the period from the Listing Date to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

APPENDIX II **DETAILS OF RETIRING DIRECTORS PROPOSED**
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS

(1) LIANG HONGZE

Mr. Liang Hongze, aged 42, is the Chairman of our Board of Directors and our Chief Executive Officer. He is also a member of the Nomination Committee of the Company. Mr. Liang joined Phoenix Hospital Management (Beijing) Co., Ltd. (currently known as Beijing Wantong) in March 2004. Since March 2004, Mr. Liang has acted in a variety of roles in our Group, including investment director, Chief Financial Officer and general manager of the Group before his appointment to the Chairman of the Board of Directors and the Chief Executive Officer of our Company in February 2013.

Before joining us, Mr. Liang worked for over 10 years in finance and investment management. Mr. Liang served as the investment director at Shanghai Chunda Investment Management Co., Ltd. (上海淳大投資管理有限公司), an investment and asset management company, from March 2002 to July 2004, senior manager with the investment banking division of Industrial Securities Co., Ltd. (興業證券股份有限公司), a company engaging in securities brokerage and investment, from September 2000 to February 2002 and an accountant at China Financial Computerization Corp (中國金融電子化公司), a subsidiary of PBOC which engages in research, development and supply of software and information technology systems for financial institutions, from July 1993 to August 1997. Mr. Liang received a Master's degree in Finance from the Graduate School of PBOC (中國人民銀行總行金融研究所研究生部) in Beijing in October 2000 and a Bachelor's degree in Investment Management from Dongbei University of Finance and Economics (東北財經大學) in Dalian in July 1993.

Mr. Liang does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. Saved as disclosed above, he does not hold other positions in the Group nor did he hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Liang had interests in 62,360,000 shares in the share capital of the Company within the meaning of Part XV of the SFO.

Mr. Liang has entered into a service contract with our Company for a term of three years commencing from September 1, 2013 subject to termination before expiry by either party giving not less than three months' notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

APPENDIX II **DETAILS OF RETIRING DIRECTORS PROPOSED**
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Liang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Liang that need to be brought to the attention of the Shareholders.

(2) XU JIE

Ms. Xu Jie, aged 50, is our founder, a Controlling Shareholder and the Executive Director of the Board of Directors. Ms. Xu Jie was appointed as chairman of the board of directors of Beijing Phoenix in 2007, and is primarily responsible for directing the strategic development and planning of our Group. Leveraging her extensive experience in the hospital management and healthcare service industry, Ms. Xu Jie founded our primary operating subsidiary, Beijing Phoenix, in November 2007.

Prior to the establishment of Beijing Phoenix, Ms. Xu Jie participated in the successful hospital reforms of both Jian Gong Hospital and Yan Hua Hospital and acquired significant equity interest in both hospitals. She served as the administrator of Jian Gong Hospital from 2000 to 2007. She was the legal representative and administrator of Dalian New Century Hospital (大連新世紀醫院), a private general hospital which was then owned by Ms. Xu Jie, from 1998 to 2000, Shenzhen Phoenix Hospital (深圳鳳凰醫院) from 1995 to 1998 and the Traumatic Hospital of Jilin (吉林市創傷醫院), a not-for-profit Grade II general hospital, from 1988 to 1995. Ms. Xu Jie obtained her professional title as an associate chief doctor from the Beijing Committee of Senior Professionals and Technicians (北京市高級專業技術職務評審委員會) in Beijing in July 1999. Ms. Xu Jie attended Jilin Professional Medical University (吉林職工醫科大學) in Jilin to study traditional Chinese medicine from September 1985 to July 1988.

Ms. Xu Jie is the mother of Ms. Xu Xiaojie, controlling and substantial shareholders of the Company. Saved as disclosed above, Ms. Xu Jie does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. She does not hold other positions in the Group nor did she hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Ms. Xu Jie had interests in 277,360,000 shares in the share capital of the Company within the meaning of Part XV of the SFO.

Ms. Xu Jie has entered into a service contract with our Company for a term of three years commencing from September 1, 2013 subject to termination before expiry by either party giving not less than three months' notice in writing to the other. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

APPENDIX II **DETAILS OF RETIRING DIRECTORS PROPOSED**
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save for the information disclosed above, there is no information which is discloseable nor is Ms. Xu Jie involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Xu Jie that need to be brought to the attention of the Shareholders.

(3) ZHANG LIANG

Mr. Zhang Liang, aged 45, is the Vice Chairman of our Board of Directors and the general manager of Beijing Phoenix. He is also a member of the Remuneration Committee of the Company. Mr. Zhang joined our Group in February 2013 and is primarily responsible for hospital project planning and investment of our Group. Prior to joining us, Mr. Zhang served in many positions at the Beijing TV Station (北京電視台), one of the major TV stations in China, including journalist, producer, deputy director, director and then vice editor-in-chief, through which Mr. Zhang has gained extensive experience in operation management, public relations and strategic planning. Mr. Zhang was granted special government allowances from the State Council (國務院政府特殊津貼) and was the winner of Changjiang Taofen Awards (Changjiang Series) (長江韜奮獎(長江系列)) in 2007, the highest level of national journalist award issued by the All-China Journalists Association. Mr. Zhang received a Master's degree in Film Art and Technology from Beijing Normal University (北京師範大學) in Beijing in June 1997 and a Bachelor's degree in Philosophy from China Renmin University (中國人民大學) in Beijing in July 1990.

Mr. Zhang does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. Saved as disclosed above, he does not hold other positions in the Group nor did he hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Zhang does not have any interests in Shares of the Company within the meaning of Part XV of SFO.

Mr. Zhang has entered into a service contract with our Company for a term of three years commencing from September 1, 2013 subject to termination before expiry by either party giving not less than three months' notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Zhang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

APPENDIX II **DETAILS OF RETIRING DIRECTORS PROPOSED**
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(4) XU ZECHANG

Mr. Xu Zechang, aged 51, is an Executive Director and the vice general manager of the Group. Mr. Xu joined Phoenix Hospital Management (Beijing) Co., Ltd. (currently known as Beijing Wantong) in 2004 and is responsible for overall hospital operation and clinical development of our in-network hospitals. Mr. Xu has acted as the executive administrator of Wuxi New District Hospital (無錫新區醫院) from May 2004 to May 2005, vice administrator of Jian Gong Hospital from May 2005 to May 2007, executive administrator of Yan Hua Hospital from May 2007 to December 2010, and the executive administrator of Mentougou Hospital from October 2011 to the present. Mr. Xu has experience as an attending doctor, vice director doctor, vice director of a Cardiology Department and an acting director of Cardiology Department at the General Hospital of China PLA Beijing Military Region (中國人民解放軍北京軍區總醫院), a Grade III general hospital, from 1991 to 2003. From 1984 to 1991, Mr. Xu was a resident doctor at the General Hospital of the People's Liberation Army of China (中國人民解放軍總醫院), the largest Grade III general hospital affiliated to the People's Liberation Army of China.

Mr. Xu attended the Military Medical School of People's Liberation Army of China (中國人民解放軍軍醫進修學院) in Beijing in July 2006 and July 1991 respectively to study Medicine. He obtained his bachelor degree in military surgeon from Southern Medical University (南方醫科大學) (formerly known as First Military Medical University of People's Liberation Army of China (中國人民解放軍第一軍醫大學) in Guangzhou in July 1984.

Mr. Xu does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company. Saved as disclosed above, he does not hold other positions in the Group nor did he hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Xu does not have any interests in Shares of the Company within the meaning of Part XV of SFO.

Mr. Xu has entered into a service contract with our Company for a term of three years commencing from September 1, 2013 subject to termination before expiry by either party giving not less than three months' notice in writing to the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Xu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



PHOENIX
HEALTHCARE
GROUP
凤凰医疗集团

Phoenix Healthcare Group Co. Ltd 鳳凰醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1515)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Phoenix Healthcare Group Co. Ltd (the “**Company**”) will be held at Baoyuan Room, 5th Floor, New Century Grand Hotel Beijing, Building No. 2, 1st Yard, Caishikou Street, Xicheng District, Beijing on Thursday, June 5, 2014 at 2:00 p.m. for the following purposes:

As ordinary business

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and of the independent auditors for the year ended December 31, 2013.
2. To declare a final dividend for the year ended December 31, 2013.
3. To re-elect Mr. Liang Hongze as executive director.
4. To re-elect Ms. Xu Jie as executive director.
5. To re-elect Mr. Zhang Liang as executive director.
6. To re-elect Mr. Xu Zechang as executive director.
7. To authorize the board of Directors to fix the respective Directors’ remuneration.
8. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorize the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As additional ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolutions:

9. **“THAT:**

- (a) subject to paragraph 9(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph 9(a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

10. **“THAT:**

- (a) subject to paragraph 10(c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares of the Company, or option, warrants or similar rights to subscribe for any shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

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- (b) the mandate in paragraph 10(a) above shall authorize the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph 10(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company or in force from time to time; or
 - (iv) the exercise of rights of subscription or conversion under the term, of any warrants of the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company,
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

11. “**THAT** conditional upon the passing of resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board
Phoenix Healthcare Group Co. Ltd
Liang Hongze
Chairman

Hong Kong, April 29, 2014

Notes:

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining qualification of members to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, June 3, 2014 to Thursday, June 5, 2014, both dates inclusive, during which period no transfer of shares will be registered. In order to be qualify as members to attend and vote at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, May 30, 2014.

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5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, June 12, 2014 to Monday, June 16, 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 11, 2014.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Liang Hongze, Ms. Xu Jie, Mr. Zhang Liang, Mr. Xu Zechang and Mr. Jiang Tianfan, as executive Directors; Mr. Yang Huisheng and Mr. Zhu Zhongyuan, as non-executive Directors; and Mr. Kwong Kwok Kong, Ms. Cheng Hong, Mr. Wang Bing and Mr. Sun Jianhua, as independent non-executive Directors.